

L02000034081

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((H03000036684 6))

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From: *Angie Calabrese*
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MERGER OR SHARE EXCHANGE

ASGARD HOLDING, LLC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ASGARD HOLDING, LLC, (M01000002229), A TEXAS LIMITED LIABILITY
COMPANY

INTO

ASGARD HOLDING, LLC, a Florida entity, L02000034081

File date: January 29, 2003

Corporate Specialist: Buck Kohr

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TALLAHASSEE, FLORIDA

FAX AUDIT No. H03000036684

ARTICLES OF MERGER

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The following Articles of Merger are being submitted pursuant to the provisions of Article 10.03 of the Texas Limited Liability Company Act and Section 608.4382 of the Florida Limited Liability Company Act.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>NAME AND BUSINESS ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
1. Asgard Holding, LLC 305 South Andrews Ave. Suite 505 Ft. Lauderdale, FL 33301	Texas	Limited Liability Company
2. Asgard Holding, LLC 305 South Andrews Ave. Suite 505 Ft. Lauderdale, FL 33301	Florida	Limited Liability Company

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party is as follows:

<u>NAME AND BUSINESS ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
Asgard Holding, LLC 305 South Andrews Ave. Suite 505 Ft. Lauderdale, FL 33301	Florida	Limited Liability Company

THIRD: The Plan of Merger attached hereto as Exhibit A meets the requirements of Article 10.02 of the Texas Limited Liability Company Act and Section 608.438 of the Florida Limited Liability Company Act, was approved by each limited liability company that is a party to the merger, was authorized by all action required by the laws under which it was formed or organized or by its constituent documents, and is not prohibited by any operating agreement or the regulations or articles of organization of either limited liability company that is a party to the merger.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any operating agreement or the regulations or articles of organization of either limited liability company that is a party to the merger.

FIFTH: The merger shall become effective on the date on which these Articles of Merger are filed with the Department of State of the State of Florida and the Secretary of State of the State of Texas.

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SIXTH: These Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: Asgard Holding, LLC, a Florida limited liability company, as the surviving company, shall be responsible for the payment of all fees and franchise taxes as required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

EIGHTH: Signatures for each party.

Executed on this 29th day of January, 2003.

ASGARD HOLDING, LLC,
a Texas limited liability company

By: [Signature]
Name: Jan K. Crow
Title: Treasurer / Secretary

ASGARD HOLDING, LLC,
a Florida limited liability company

By: _____
Name: _____
Title: _____

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SIXTH: These Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: Asgard Holding, LLC, a Florida limited liability company, as the surviving company, shall be responsible for the payment of all fees and franchise taxes as required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

EIGHTH: Signatures for each party.

Executed on this 29th day of January, 2003.

ASGARD HOLDING, LLC,
a Texas limited liability company

By: _____
Name: _____
Title: _____

ASGARD HOLDING, LLC,
a Florida limited liability company

By: [Signature]
Name: DAVID M. TIGHE
Title: CHAIRMAN, CEO

JAN-29-03 10:20 From:AKERMAN SENTERFITT

3053745085

T-711 P.05/15 Job-448

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EXHIBIT A
PLAN OF MERGER

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TALLAHASSEE, FLORIDA

{M1877786;2}

FAX AUDIT No. H03000036684

FAX AUDIT No. H03000036684

PLAN OF MERGER

The following Plan of Merger, is entered into by and between Asgard Holding, LLC, a Texas limited liability company, and Asgard Holding, LLC, a Florida limited liability company, pursuant to the provisions of Article 10 of the Texas Limited Liability Company Act and Section 608.438 of the Florida Limited Liability Company Act.

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ARTICLE I
The Parties

The parties to the merger are Asgard Holding, LLC, a Texas limited liability company ("ASGARD TEXAS"), and Asgard Holding, LLC, a Florida limited liability company ("ASGARD FLORIDA").

ARTICLE II
The Merger

At the Effective Time (as hereinafter defined), ASGARD TEXAS shall be merged with and into ASGARD FLORIDA (the "Merger").

ARTICLE III
The Surviving Company

At the Effective Time, (a) ASGARD FLORIDA shall be the surviving company of the Merger and shall continue to exist as a limited liability company under and be governed by the laws of the State of Florida; and (b) the separate existence of ASGARD TEXAS shall cease.

ARTICLE IV
Name of the Surviving Company

At the Effective Time, the name of the surviving company shall be "Asgard Holding, LLC."

ARTICLE V
Charter Documents

At the Effective Time: (a) the Articles of Organization of ASGARD FLORIDA, as in effect immediately prior to the Effective Time, shall be the Articles of Organization following the Effective Time, and shall remain so unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida, and no amendments to the Articles of Organization of ASGARD FLORIDA are desired to be effected by the merger; (b) the Operating Agreement of ASGARD FLORIDA, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of ASGARD FLORIDA following the Effective Time, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of ASGARD FLORIDA; and (c) the management of ASGARD FLORIDA shall be vested in one or more managers (the "Board of Managers"), in accordance with the Operating Agreement of ASGARD FLORIDA, and the Board of Managers and the Officers of ASGARD FLORIDA immediately prior to the Effective Time shall be the

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Board of Managers and the Officers, respectively, of ASGARD FLORIDA following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Operating Agreement, or until their respective successors are elected and qualified. The names and business addresses of each manager of the Board of Managers of ASGARD FLORIDA is as follows:

Christopher W. Day
305 South Andrews Ave.
Suite 505
Ft. Lauderdale, FL 33301

Larry W. Day
305 South Andrews Ave.
Suite 505
Ft. Lauderdale, FL 33301

Jon K. Crow
305 South Andrews Ave.
Suite 505
Ft. Lauderdale, FL 33301

Edward M. Tighe
305 South Andrews Ave.
Suite 505
Ft. Lauderdale, FL 33301

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TALLAHASSEE, FLORIDA

ARTICLE VI
Articles of Organization of Asgard Holding, LLC

A copy of the Articles of Organization of Asgard Holding, LLC, the surviving company in the Merger, are set forth on Exhibit A attached hereto.

ARTICLE VII
Manner and Basis of Converting Units of Membership Interests and
Rights to Acquire Units of Membership Interests

At the Effective Time, by virtue of the Merger: (a) without any action on the part of the holder thereof, each then outstanding unit of membership interest of ASGARD TEXAS, shall be automatically converted into one unit of membership interest of ASGARD FLORIDA, and the holders of the outstanding units of membership interests of ASGARD TEXAS immediately prior to the Effective Time shall have no other rights of any kind or nature with respect to ASGARD TEXAS; (b) the certificates representing units of Class A membership interests of ASGARD TEXAS outstanding immediately prior to the Effective Time shall be surrendered to ASGARD FLORIDA for cancellation and, upon such cancellation, certificates evidencing units of Class A membership interests of ASGARD FLORIDA, as the surviving company, shall be issued in exchange for such canceled units; (c) the certificates representing units of Class B membership

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interests of ASGARD TEXAS outstanding immediately prior to the Effective Time shall be surrendered to ASGARD FLORIDA for cancellation and, upon such cancellation, certificates evidencing units of Class B membership interests of ASGARD FLORIDA, as the surviving company, shall be issued in exchange for such canceled units; and (d) without any action on the part of the holder thereof, each outstanding right to acquire membership interests, obligations or other securities of ASGARD TEXAS, to the extent that any such rights exist, shall be canceled and extinguished.

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ARTICLE VIII
Effect of Merger

At the Effective Time, and all in the manner of and as more fully set forth in Article 10 of the Texas Limited Liability Company Act and Section 608.438 of the Florida Limited Liability Company Act: (a) the separate existence of ASGARD TEXAS shall cease; (b) all rights, title and interests in and to all real estate and other property owned by each of ASGARD TEXAS and ASGARD FLORIDA shall be allocated to and vested in ASGARD FLORIDA without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances thereon; (c) ASGARD FLORIDA shall thenceforth be responsible and liable for all the liabilities and obligations of each of ASGARD TEXAS and ASGARD FLORIDA; (d) any claim existing or action or proceeding pending by or against ASGARD TEXAS or ASGARD FLORIDA may be continued as if the Merger did not occur or ASGARD FLORIDA may be substituted for ASGARD TEXAS in the proceeding; (e) ASGARD FLORIDA shall indemnify and hold harmless the officers and managers of ASGARD TEXAS and ASGARD FLORIDA against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

ARTICLE IX
Effective Time of Merger

The Merger shall be effective on the date on which the Articles of Merger with respect to the Merger are filed with the Department of State of the State of Florida and the Secretary of State of the State of Texas (the "Effective Time").

ARTICLE X
Amendment or Termination of Plan of Merger

This Plan of Merger may be amended, terminated and abandoned by action of the Board of Managers of ASGARD TEXAS and/or the Board of Managers of ASGARD FLORIDA at any time prior to the Effective Time, for any reason.

ARTICLE XI
Statement Required Under
Section 608.4384 of the Florida Limited Liability Company Act

Members of each limited liability company that is a party to the Merger who would be entitled to vote and who dissent from the Merger may be entitled, if they comply with the provisions of Section 608.4384 of the Florida Limited Liability Company Act regarding the rights of dissenting members, to be paid the fair value of their units of membership interests, and

FAX AUDIT NO. H03000036684
 ASGARD FLORIDA shall be responsible for the payment of the fair value of any units of membership interests held by any such member, which has complied with the requirements of Section 608.4384 of the Florida Limited Liability Company Act for the recovery of the fair value of his or her or its units of membership interests, which such fair value shall be determined by the Board of Mangers of each party to the Merger using the "Asgard Valuation Formula," in accordance with the applicable provisions of each Company's Operating Agreement, which shall mean the median value of the following, unless otherwise determined by the Board of Managers, in accordance with applicable law: (i) EBITDA Value; (ii) PE Ratio Value; (iii) Gross Earnings Value; and (iv) Excess Earnings Value.

ARTICLE XII

Statement Pursuant to Article 10.03.A. of the Texas Limited Liability Company Act

An executed copy of this Plan of Merger is and shall remain on file at the principal place of business of ASGARD FLORIDA, at the address set forth below, and a copy of this Plan of Merger will be furnished by ASGARD FLORIDA, on written request and without cost, to any member of ASGARD TEXAS or ASGARD FLORIDA:

Asgard Holding, LLC
 305 South Andrews Ave.
 Suite 505
 Ft. Lauderdale, FL 33301

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 FLORIDA

ARTICLE XIII

Statement Pursuant to Article 10.03.B. of the Texas Limited Liability Company Act

ASGARD FLORIDA shall be responsible for the payment of all fees and franchise taxes as required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

[SIGNATURE PAGE FOLLOWS]

FAX AUDIT No. H03000036684

IN WITNESS WHEREOF, the undersigned parties have executed this Plan of Merger
on this 29th day of January, 2003.

ASGARD HOLDING, LLC,
a Texas limited liability company

By: _____

Name: Stan K. Gray

Title: Treasurer/Secretary

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ASGARD HOLDING, LLC,
a Florida limited liability company

By: _____

Name: _____

Title: _____

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TALLAHASSEE, FLORIDA


FAX AUDIT NO. H03000036684

IN WITNESS WHEREOF, the undersigned parties have executed this Plan of Merger
on this 29th day of January, 2003.

ASGARD HOLDING, LLC,
a Texas limited liability company

By: _____
Name: _____
Title: _____

ASGARD HOLDING, LLC,
a Florida limited liability company

By:  _____
Name: Edward M. Wright
Title: Chairman, CEO

JAN-29-09 16:22 From:AKERMAN SENTERFITT

3053745095

T-711 P.12/15 Job-448

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EXHIBIT A

COPY OF THE ARTICLES OF ORGANIZATION OF
ASGARD HOLDING, LLC, A FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

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DEC-18-2002 04:09PM FROM:AKERMAN SENTERFITT

854-798-8911

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**ARTICLES OF ORGANIZATION
OF
ASGARD HOLDING, LLC
(A Florida Limited Liability Company)**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Limited Liability Company is Asgard Holding, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

305 South Andrews Avenue
Suite 505
Fort Lauderdale, FL 33301

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

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**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

**ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

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JAN-29-03 16:22 From:AKERMAN SENTERFITT

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FAX AUDIT No. H03000036684

DEC-18-2002 04:09PM FROM:AKERMAN SENTERFITT

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**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Limited Liability Company's initial registered agent

is:

David C. Ristaino
Akerman Senterfitt
One Southeast Third Avenue
28th Floor
Miami, FL 33131

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 17th day of December, 2002.

AUTHORIZED REPRESENTATIVE


David C. Ristaino

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TALLAHASSEE, FLORIDA

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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JAN-29-03 16:29 From:AKERMAN SENTERFITT

3053745095

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FAX AUDIT No. H03000036684

DEC-18-2002 04:10PM FROM-AKERMAN SENTERFITT

854-753-8911

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of Asgard Holding, LLC, a Florida Limited Liability Company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17th day of December, 2002.


David C. Ristaino

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